

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND INTEVA PRODUCTS, LLC WITHDRAWING PROOFS OF
ADMINISTRATIVE EXPENSE CLAIM
NUMBERS 19134, 19135, AND 19136

(INTEVA PRODUCTS, LLC)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Inteva Products, LLC (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Inteva Products, LLC Withdrawing Proofs Of Administrative Expense Claim Numbers 19134, 19135, And 19136 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 19134 against Delphi which asserts an administrative expense claim in the amount of \$10,377.60 for certain alleged contractual obligations of the Debtors ("Claim 19134").

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 19135 against Delphi which asserts an administrative expense claim in the amount of \$170,000.00 plus certain unliquidated amounts for certain alleged relocation expenses owed by the Debtors ("Claim 19135").

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 19136 against Delphi which asserts an administrative expense claim in the amount of \$16,701.76 for certain alleged contractual obligations of the Debtors ("Claim 19136," together with Claim 19134 and Claim 19135, the "Claims").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors

And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on April 16, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 19873) (the "Forty-Seventh Omnibus Claims Objection").

WHEREAS, on May 12, 2010, the Claimant filed the Inteva Products, LLC's Response To Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 20045) (the "Response").

WHEREAS, to resolve the Forty-Seventh Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant

to which the Reorganized Debtors and the Claimant agreed that each of the Claims will be withdrawn.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 19134 is hereby deemed withdrawn.
2. Claim 19135 is hereby deemed withdrawn.
3. Claim 19136 is hereby deemed withdrawn.
4. The Response is hereby deemed withdrawn.
5. This Court shall retain original and exclusive jurisdiction to adjudicate any

disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 6th day of December, 2010

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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